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Attorneys for Defendants Shinhan Art Materials, Inc.,
Shinhan USA, Inc., and C2F Inc.

UNITED STATES DISTRICT COURT

DISTRICT OF OREGON

TOO MARKER PRODUCTS, INC., a
Japanese corporation, and

**IMAGINATION INTERNATIONAL,
INC.**, an Oregon corporation,

Plaintiffs,

Civil Case No. 09-1013-PK

**DECLARATION OF WILLIAM M. COLE IN
SUPPORT OF DEFENDANTS' RESPONSE
TO PLAINTIFFS' MOTION FOR
TEMPORARY RESTRAINING ORDER**

SHINHAN ART MATERIALS, INC., a
Korean corporation, **SHINHAN USA,**
C2F, INC., an Oregon corporation, and
BONGKEUN HAN, an individual,

Defendants.

TRADEMARK CASE

I, William M. Cole, hereby declare under penalty of perjury:

1. I am the President and CEO of Bill Cole Enterprises, Inc., a Massachusetts corporation, ("BCE") located at 49 Teed Drive, Randolph, MA 02368. I am personally knowledgeable regarding the subject matter stated herein and make this declaration in support of Defendant's Response to Plaintiff's Motion for Temporary Restraining Order.

2. BCE was established in 1973, currently has sales of approximately \$1 to 2.5 Million, and has 5 to 9 employees. BCE specializes in selling general supplies for collectibles and art supplies used for comic book art such as professional art markers.

3. BCE carries an array of professional art markers used for comic art, including both COPIC and TOUCH. BCE is a retailer whose sales are made online and at tradeshows and conventions.

4. BCE has carried the COPIC product line for approximately 4 years. BCE began carrying the TOUCH Art Marker in 2009 when it became aware of the high quality and value of SHINHAN art materials including the TOUCH Art Marker. In addition, in 2008, I began having difficulty obtaining COPIC markers from Too Marker's distributor in the United States.

5. Below is a table showing the four (4) tradeshows in 2009 that BCE attended. At all of these tradeshows, I carried both TOUCH Art Markers and COPIC products, except at the Savannah show where I only carried TOUCH. There were other retailers of COPIC at all four of these shows including Savannah. I was the only SHINHAN representative at these tradeshows with the exception of the Savannah College Art Materials Show, where I am aware there was one other reseller of TOUCH Art Markers.

| Date | Name of Show | Location | COPIC Sales | TOUCH Sales |
|------------|-------------------------------------|-----------|--------------------------------|-------------|
| April 2009 | Anime Show | Boston | Yes | Yes |
| July 2009 | Anime Expo | San Diego | Yes | Yes |
| Sept. 2009 | Anime Show | NYC | Yes | Yes |
| Oct. 2009 | Savannah College Art Materials Show | Georgia | Not by BCE but other retailers | Yes |

6. At these shows, there were numerous banners and displays that clearly delineated the different origins of COPIC and TOUCH.

7. Given the relatively close proximity of other booths to mine and the degree of advertising material available to consumers, it was common knowledge that both COPIC products and SHINHAN's TOUCH Art Markers were being sold side by side at these tradeshows.

8. In particular, whenever a potential customer came up to my booth to inquire about art markers for sale, we suggested that they try both the TOUCH and COPIC products side by side at the booth. We explained that both companies make professional/high quality art markers but they had some differences. Some of these users purchased TOUCH and some purchased COPIC products. While the TOUCH Art Marker was less expensive than a comparable COPIC marker, price was not a key factor in the decision making process among comic artists and magna artists attending the show. No one indicated any confusion regarding the source of either product.

9. There may have been other tradeshows that my company attended where both COPIC and TOUCH products were sold side by side, but the short time frame given me to prepare this declaration has made it impossible for me to perform a thorough search of my company's records.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code.

Dated: November 6, 2009


William M. Cole